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**i-TITAN**  
COMMUNICATIONS NETWORKS, INC.

Corporate Offices  
5355 Town Center Road, Suite 100  
Boca Raton, FL 33486  
Phone: 561-353-2663 Fax: 561-353-177  
Email: info@ititan.net

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-06/22/00--01080--014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

June 19, 2000

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Via Federal Express

FILED  
00 JUN 22 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: i-Titan Communications Networks, Inc.  
**Articles of Amendment**

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of i-Titan Communications Networks, Inc. dated June 16, 2000.

Also attached is our check number 1177 in the amount of \$43.75 to cover the recording cost (\$35.00) and a certified copy (\$8.75) to be returned in the self-addressed stamped envelope provided.

If you have any further questions or need additional information, please do not hesitate to call.

Respectfully,

*Kathleen E. Hryvko*

Kathleen E. Hryvko  
Executive Assistant to the CEO

Enclosures

AMEND  
CRG  
7/7/00

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
I-TITAN COMMUNICATIONS NETWORKS, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted:

ARTICLE III. CAPITAL STOCK

The maximum number of shares authorized common stock shall be 40,000,000 par value \$.0001 per share. All common shares shall be identical with each other in event respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

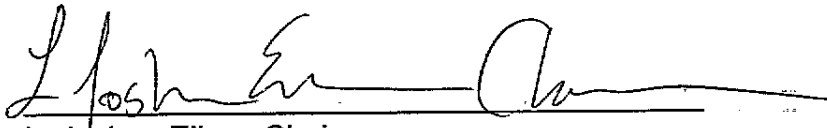
The maximum number of shares authorized Series A Convertible Preferred Stock shall be 2,750,000 par value \$.01, having the designations, dividend rights, voting powers, rights on liquidation and other preferences and relative, participating, optional or other special rights and the qualifications, limitations or restrictions of the shares of such series as shall be determined by the Board of Directors.

SECOND: The date of this amendment's adoption is June 16, 2000.

THIRD: Adoption of Amendment.

The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 16th day of June, 2000.

  
L. Joshua Eikov, Chairman

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TALLAHASSEE, FLORIDA